



GOVERNMENT OF PUERTO RICO  
PUERTO RICO PUBLIC-PRIVATE PARTNERSHIPS AUTHORITY

# **ADDENDUM NO. 1 TO REQUEST FOR QUALIFICATIONS**

Puerto Rico Toll Roads Monetization Project

Date Initial RFQ Issued: August 1, 2022

Date of Addendum: September 6, 2022

*The Request for Qualifications (“RFQ”), including this Addendum, is prepared for informational purposes only. The information provided herein and therein is provided for the convenience of Respondents only, and Respondents shall make their own conclusions as to such information. Non-written communications or instructions from officials, employees or consultants of the Puerto Rico Public-Private Partnerships Authority (“Authority”), Puerto Rico Highways and Transportation Authority (“PRHTA”), the Partnership Committee, the Puerto Rico Fiscal Agency and Financial Advisory (known by the Spanish acronym “AAFAF”) or the Government of Puerto Rico (“Government”) shall not be considered binding on the Authority, PRHTA, the Partnership Committee, AAFAF or the Government. The Authority, PRHTA and the Partnership Committee, and their respective officers, employees and consultants, make no representation as to the information in this Addendum or in the RFQ, and the accuracy and completeness of such information is not warranted by any of them and none of them shall have any liability in connection with such information or the selection process. By participating in this RFQ process and, if applicable, the Request for Proposals (“RFP”) process, Respondents affirmatively and expressly waive any and all current or future liability that might arise from or in relation to the information herein.*

## Addendum No. 1

This Addendum No. 1 shall be part of the Request for Qualifications for Puerto Rico Toll Roads Monetization Project (the “RFQ”) issued by the Puerto Rico Public-Private Partnerships Authority (the “Authority”) on August 1, 2022. Capitalized terms not defined herein shall have the meaning set forth in the RFQ.

The purpose of this Addendum No. 1 is to update the timeline summarizing certain milestones in the RFQ process, amend the RFQ as indicated herein, and provide certain additional information to prospective Respondents. Other than as specified herein, there are no other changes to the RFQ and the remainder of the RFQ should be construed in accordance with its terms, subject to publication of any additional addenda.

### ***Global Amendment***

The RFQ is hereby amended in Sections 1.6, 2.5, 2.8, 2.10, 2.11, 6.3, 6.4, and 6.5 and the definitions of “Covered Party” and “Conflict of Interest” in Exhibit A such that any reference to any Team Member (or Team Members, as the case may be) shall be construed to include an additional reference to any Guarantor (or Guarantors, as the case may be).

***Section 1.3 of the RFQ is hereby deleted in its entirety and replaced with the following:***

### **1.3 Project Description**

The Puerto Rico Public-Private Partnerships Authority (the “Authority”), in collaboration with the Puerto Rico Highways and Transportation Authority (“PRHTA”), hereby requests Statements of Qualifications (“SOQs”) from Respondents interested in becoming the entity responsible for financing, operating, maintaining and improving the following toll roads on the island of Puerto Rico – PR-20, PR-52, PR-53 and PR-66 (collectively, the “Toll Roads”) – pursuant to a long-term concession agreement (the “Agreement”). The Authority is also considering expanding the scope of work of the Project (as defined below), as part of the Request for Proposals (“RFP”) process, to include the development and extension of Dynamic Tolling Lanes (“DTL”) on PR-30, as further described in Section 3.7 of this RFQ (as defined herein).

The Authority is conducting a procurement process whereby PRHTA will ultimately enter into a public-private partnership relating to the Toll Roads, under which a private entity (the “Concessionaire”) will be required to finance, operate, maintain and improve the Toll Roads (the “Project”). In conducting this procurement process, the Authority and PRHTA are seeking to (a) maximize the upfront value for the Toll Roads to allow the PRHTA to reinvest in transportation improvements in Puerto Rico; (b) address outstanding PRHTA debt and (c) improve the Toll Roads’ safety standards, service levels and roadway quality. The Authority intends to continue contracting separately with a private party to collect toll revenues, including for the benefit of the Concessionaire in connection with the Project.

Respondents are encouraged to review the following documents for further background on the Project:

- the Project’s Desirability and Convenience Study, which analyzed potential procurement options for the Toll Roads and recommended a preferred option for the Authority to implement; and
- PRHTA’s Fiscal Plan, certified on February 22, 2022 by the Puerto Rico Financial Oversight and Management Board (“FOMB”).

The Desirability and Convenience Study is available for download on the Authority’s website at: <http://www.p3.pr.gov>.

PRHTA’s Fiscal Plan is available for download at: [https://drive.google.com/file/d/1STrf0ksj1Sqc54UkABGcjyrbIZvc\\_JEm/view](https://drive.google.com/file/d/1STrf0ksj1Sqc54UkABGcjyrbIZvc_JEm/view).

**Section 2.2 of the RFQ is hereby deleted in its entirety and replaced with the following:**

## 2.2 Procurement Schedule

Issue RFQ	August 1, 2022
Deadline for first round of questions regarding this RFQ	August 22, 2022 at 5:00PM AST
Deadline for Authority to respond to first round of RFQ questions	September 6, 2022
Deadline for second round of questions regarding this RFQ	September 14, 2022 at 5:00PM AST
Deadline for Authority to respond to second round of RFQ questions or issue Addenda	September 21, 2022
Deadline for prospective Respondents to provide Dataroom Access Information	September 26, 2022 at 5:00PM AST
SOQ Due Date	October 5, 2022 at 2:00PM AST

This schedule is subject to modification at the sole and absolute discretion of the Authority. Respondents will be notified of any change by an Addendum to this RFQ. The Authority intends to issue the RFP after selection of Qualified Respondents. All times set forth herein shall be Atlantic Standard Time (“AST”).

**A new Section 3.7 of the RFQ is hereby added as follows:**

## 3.7 Potential Additional Project Scope

The Authority is considering expanding the scope of work of the Project, which if decided upon would be described in more detail as part of the RFP process. The additional scope consists of the development, operation and maintenance of two (2) DTL extensions near the intersection of PR-52 and PR-30. The extensions are anticipated to begin where the current DTL ends (at Caguas Norte), with Extension 1 spanning PR-52 to the Bairoa sector in Caguas and Extension 2 spanning PR-30 to the intersection of PR-181. The extensions are expected to total approximately 11km, and PRHTA’s preliminary cost estimate (as of 2021) for the additional scope of work totals approximately \$80-90 million. PRHTA is currently progressing with its preliminary design and environmental processes and will provide additional details during the RFP process if it decides to include all or a portion of such additional scope of work in the Project. The following map provides the location of proposed extensions.



**Section 6.2.6 of the RFQ is hereby deleted in its entirety and replaced with the following:**

## **6.2.6 Communication**

All SOQs, questions or requests for information regarding this RFQ should be directed only to the contact listed below.

Request for Qualifications  
Puerto Rico Toll Roads Monetization Project  
E-mail: [tollroadsproject@p3.pr.gov](mailto:tollroadsproject@p3.pr.gov)

Please do not contact any officials or related parties of the Authority, PRHTA, the PPP Committee, AAFAF, the Government or the FOMB. Such contact may serve as grounds for disqualification.

SOQs will be accepted until, and must be received by the Authority by, the SOQ Due Date specified in Section 2.2. All SOQs received after that date and time will be rejected.

Each Respondent is solely responsible for ensuring that the Authority receives its SOQ by the specified delivery date and time. The Authority requires emails larger than 20MB in size to be split as necessary to not exceed that size. The Authority shall not be responsible for delays in email delivery outside of its control. Please allow sufficient time for email delivery prior to the SOQ Due Date.

The PPP Committee will grant Respondents access to a dataroom to facilitate file sharing. Although SOQs must be sent to the email contact above in this Section 6.2.6, Respondents may also upload files (e.g. financial statements) addressing specific elements of the SOQ directly to the dataroom, provided that the Respondent makes clear and specific reference to each uploaded file in the appropriate section of its SOQ.

**A new Section 6.2.7 of the RFQ is hereby added as follows:**

## **6.2.7 Dataroom Access Information**

No later than the deadline given in Section 2.2, each Respondent shall provide to the Authority contact (as designated in Section 6.2.6) the following information (“Dataroom Access Information”):

- the name, title, mailing address, phone number and email address of Respondent's designated representative (to be consistent with the representative information in Form A-2 and Form B-2); and
- the name, title, mailing address, phone number and email address of no more than one (1) additional Respondent contact.

The Authority will use the Dataroom Access Information for correspondence with Respondent and to grant dataroom access to such Respondent contacts.

**New defined terms are added to Exhibit A as follows:**

**Dataroom Access Information** has the meaning set forth in Section 6.2.7 of this RFQ.

DTL has the meaning set forth in Section 1.1 of this RFQ.

***Exhibit C, Volume 1, Paragraph D is hereby deleted in its entirety and replaced with the following:***

- D. Executed Respondent Certification from Respondent (including from each Team Member and each Guarantor, as applicable). The form of this must strictly follow the form attached to this RFQ as Exhibit D, Form A-1.

***Exhibit C, Volume 2 is hereby deleted in its entirety and replaced with the following:***

**Volume 2 – Technical Information (Maximum 12 Pages)**

Volume 2 of the SOQ shall include the following, as applicable, relevant to qualifications of Respondent, its Team Members, and any applicable Guarantors.

- A. Provide a maximum four pages narrative description that best meets the evaluation criteria set forth in 5.1.3.1. of this RFQ. The narrative descriptions shall include a description of the team structure that includes team members proposed on this Project and explain why the experience gained will lead to demonstrated stability and integration on this Project to manage risks, resolve issues and deliver technical requirements.
- B. Provide details for a maximum of three (3) projects that best meet the evaluation criteria set forth in 5.1.3.1 of this RFQ. The SOQ shall include narrative descriptions for each project. Each description should, at a minimum, give an overview of the project and explain why the experience gained on the project is relevant to the evaluation criteria provided in Section 5.1.3.1, highlighting similarities in project scope, complexity and responsibilities. Individual project descriptions shall be limited to two pages each. For Equity Members or any applicable Guarantors that are a managed fund or pension plan, project references may be provided from the manager of the fund or pension plan serving as the Equity Member or Guarantor.
- C. Provide a narrative statement of Respondent’s conceptual technical approach to the Project responsive to the evaluation criteria set forth in Section 5.1.3.3 of this RFQ. This conceptual technical approach may be no longer than two pages.

***Exhibit C, Volume 4, Section A is hereby deleted in its entirety and replaced with the following:***

**A. Firm Experience**

The SOQ shall provide information on a maximum of three (3) projects total (two pages maximum for each project) for the Respondent team, to demonstrate the experience of Respondent, its Equity Members or any Guarantors (or for Equity Members or any applicable Guarantors that are a managed fund or pension plan, the manager of the fund or pension plan) that best meets the evaluation criteria. Preference will be given to demand risk highway/surface transportation projects (i) for which an Equity Member arranged and closed nonrecourse financing within the past ten years and (ii) in which the Equity Member held a minimum 10% equity interest (not including any shares held by public entities) at financial close. Respondents are encouraged to provide information with respect to experience financing tolled and demand risk projects.

A narrative project description and case study describing the relevant financial experience of the Respondent team shall be provided for each of the above projects. Each description should, at a minimum, give an overview of the project, including the type/sector of transportation infrastructure involved (e.g., road, rail, transit, bridge, or tunnel), and explain why the experience gained on the project is relevant to the evaluation criteria provided in Section 5.1.3.2, highlighting similarities in project financing, scope, complexity, responsibilities and challenges.

***Exhibit D, Form A-1 is hereby deleted in its entirety and replaced with the following:***

[Remainder of page intentionally left blank]

## Form A-1 – Form of Respondent Certification

[Letterhead of each Respondent, Team Member or Guarantor]

Mr. Fermín E. Fontanés Gómez, Esq. — Executive Director  
Puerto Rico Public-Private Partnerships Authority  
Puerto Rico Fiscal Agency and Financial Advisory Authority Building, 4<sup>th</sup> Floor  
Roberto Sánchez Vilella Government Center  
De Diego Avenue, Parada 22  
San Juan, PR 00940-2001 USA

Dear [],

We have carefully reviewed the RFQ dated [ ], 2022 issued by the Puerto Rico Public-Private Partnerships Authority and any other documents accompanying or made a part of the RFQ. Capitalized terms used in this certification have the meanings given to them in the RFQ.

We acknowledge and agree to comply with all terms and conditions of the RFQ, the attached Statement of Qualifications and all enclosures thereto. Without limitation, we specifically acknowledge the disclaimer contained in Section 1.5 of the RFQ and the limitation of damages contained in Section 1.6 of the RFQ.

We certify that the information contained in the attached Statement of Qualifications is truthful. We further certify that the individual who has signed and delivered this certification is duly authorized to submit the attached Statement of Qualifications on behalf of the Respondent, Team Member or Guarantor, as applicable as its acts and deed and that we are ready, willing and able to perform if awarded the Agreement.

We further certify that we are [describe the type of entity (corporation, partnership, LLC, etc.)] organized in [indicate the jurisdiction of organization] and that the entity contemplated by the Respondent to be the one that shall execute the Agreement shall be authorized and have no impediment to doing business in Puerto Rico or entering into a contractual relationship with government entities in Puerto Rico, as well as complying with applicable Puerto Rico and U.S. laws and/or requirements in connection therewith.

We further certify that as applicable, our Covered Parties have not been convicted, have not entered a guilty plea and have not been indicted, and probable cause has not been found for their arrest, in any criminal proceeding in Puerto Rico, the rest of the U.S. or any foreign jurisdiction, for:

1. any of the crimes referenced in Articles 4.2, 4.3 or 5.7 of Act No. 1-2012, as amended, known as the Organic Act of the Office of Government Ethics of Puerto Rico;
2. any of the crimes typified in Articles 250 through 266 of Act No. 146-2012, as amended, known as the Puerto Rico Penal Code; or
3. any of the crimes listed in Act No. 2-2018, as amended, known as the Anti-Corruption Code for a New Puerto Rico, or any other felony that involves misuse of public funds or property, including but not limited to the crimes mentioned in Article 6.8 of Act No. 8-2017, as amended, known as the Act for the Administration and Transformation of Human Resources in the Government, or under the U.S. Foreign Corrupt Practices Act.

We further certify that no Covered Party is under investigation in any legislative, judicial or administrative proceedings in Puerto Rico, the rest of the U.S. or any other jurisdiction, and that we comply and shall continue to comply at all times with laws which prohibit corruption or regulate crimes against public functions or funds, as may apply to the Respondent, whether Federal, state or Commonwealth of Puerto Rico statutes, including the U.S. Foreign Corrupt Practices Act.

We further certify that no officer or employee of the Authority, PRHTA, the PPP Committee, AAFAP or any other public agency of Puerto Rico that participates in the selection process described in, or negotiations in connection with, the RFQ (nor any member of their families) has an economic interest in or is connected with the Respondent or any Team Member or Guarantor, as applicable, and no officer or employees of the Authority, PRHTA, the PPP Committee, AAFAP or any other public agency of Puerto Rico (nor any member of their families) has directly or indirectly participated with the Respondent or any Team Member or Guarantor, as applicable, in the preparation of its SOQ submission.

We further certify that we are in compliance with the provisions of Title III of the Anti-Corruption Code, known as the Code of Ethics for Contractors, Suppliers and Applicants for Economic Incentives of the Executive Agencies of the Commonwealth of Puerto Rico, a copy of which is available at the Authority's website: <http://www.p3.gov.pr>.

We further certify that we are in compliance with the provisions of the Authority's Guidelines for the Evaluation of Conflicts of Interest and Unfair Advantages in the Procurement of Public-Private Partnership Contracts, a copy of which is available at the Authority's website: <http://www.p3.gov.pr>.

We further certify that this SOQ is made without prior understanding, agreement, connection, discussion or collusion with any other person, firm or corporation submitting a separate Statement of Qualifications or any officer, employee or agent of the Authority, PRHTA, the PPP Committee or AAFAP; and that the undersigned executed this Respondent's Certification with full knowledge and understanding of the matters herein contained and was duly authorized to do so.

We further certify that the Respondent, Team Members and Guarantors shall not, other than as permitted in the RFQ, attempt to communicate in relation to the RFQ, directly or indirectly, with any representative of the Authority, PRHTA, the PPP Committee, AAFAP, the Government, the FOMB or any public agency of Puerto Rico, including any Restricted Parties, or any director, officer, employee, agent, advisor, staff member, counsel, consultant or representative of any of the foregoing, as applicable, for any purpose whatsoever, including for purposes of: (a) commenting on or attempting to influence views on the merits of this SOQ, or in relation to this SOQ; (b) influencing, or attempting to influence, the outcome of the RFQ process, or of the competitive selection process, including the review and evaluation of SOQs or the selection of Qualified Respondents; (c) promoting the Respondent, Team Members or Guarantor or their interests in the Project, including in preference to that of other Respondents or their respective Team Members or Guarantors; (d) commenting on or criticizing aspects of the RFQ, the competitive selection process, or the Project including in a manner which may give the Respondent or its Team Members or Guarantors a competitive or other advantage over other Respondents or their respective Team Members or Guarantors; or (e) criticizing the qualifications of other Respondents.

We further certify that neither we nor any Covered Party has formed any exclusive business arrangement with any Local Construction Company with respect to this Project, unless such Local Construction Company is expected to be an equity investor of at least 10% in our Concessionaire.

To the extent the Authority and PRHTA determine to submit any of the costs incurred under the Agreement for federal reimbursement, the Respondent shall be required to comply with all applicable federal certification and requirements.

Federal regulations restrict PRHTA from contracting with parties that are debarred, suspended or otherwise excluded from or ineligible for participation in federal assistance programs and activities, where the contract is funded in whole or in part with federal funds. We certify that:

1. Neither the Respondent nor any of its principals (defined at 2 C.F.R. § 180.995), or its affiliates (defined at 2 C.F.R. § 180.905), are excluded (defined at 2 C.F.R. § 180.940) or disqualified (defined at 2 C.F.R. § 180.935) from participation in this transaction by any federal department or agency.
2. The Respondent agrees to comply with the requirements of 2 C.F.R. pt. 180, subpart C and 2 C.F.R. pt. 3000, subpart C while this proposal is valid and throughout the period of any contract that may arise from this proposal. The Respondent further agrees to include a provision requiring such compliance in its lower tier covered transactions.
3. This certification is a material representation of fact relied upon by the Authority and PRHTA. If it is later determined that the Respondent did not comply with 2 C.F.R. pt. 180, subpart C and 2 C.F.R. pt. 3000, subpart C, in addition to remedies available to the Authority and PRHTA, the federal government may pursue available remedies, including but not limited to suspension and/or debarment.

We further certify, to the best of our knowledge and belief, that:

1. No federal appropriated funds have been paid or will be paid, by or on behalf of the Respondent, Team Member or Guarantor, to any person for influencing or attempting to influence an officer or employee of an agency, a member of the United States Congress, an officer or employee of the United States Congress or an employee of a member of the United States Congress in connection with the awarding of any federal contract, the making of any federal grant, the making of any federal loan, the entering into of any cooperative agreement and the extension, continuation, renewal, amendment or modification of any federal contract, grant, loan or cooperative agreement.
2. If any funds other than federal appropriated funds have been paid or will be paid to any person for influencing or attempting to influence an officer or employee of any agency, a member of the United States Congress, an officer or employee of the United States Congress or an employee of a member of the United States Congress in connection with this federal contract, grant, loan or cooperative agreement, the undersigned shall complete and submit Standard Form - LLL, "Disclosure Form to Report Lobbying," in accordance with its instructions.
3. This certification is a material representation of fact upon which reliance was placed when this transaction was made or entered into. Submission of this certification is a prerequisite for making or entering into this transaction imposed by 31, U.S.C. § 1352 (as amended by the Lobbying Disclosure Act of 1995). Any person who fails to file the required certification shall be subject to a civil penalty of not less than \$10,000 and not more than \$100,000 for each such failure.
4. The undersigned shall require that the language of the foregoing items 1, 2 and 3 be included in the award documents for all sub-awards at all tiers (including subcontracts, sub-grants and contracts under grants, loans and cooperative agreements) and that all sub-recipients shall certify and disclose accordingly.

The undersigned Respondent, Team Member or Guarantor, as applicable acknowledges that any violation or misrepresentation with respect to the above will prohibit the participation of the Respondent



and its Team Member and Guarantors in any procurement process under the PPP Act and other applicable laws of Puerto Rico and, therefore, will be disqualified from participating hereunder.

The attached Statement of Qualifications shall be governed by and construed in all respects according to the laws of Puerto Rico and the terms of the RFQ.

Our business address is:

[Insert business address]

Yours faithfully,

[Insert appropriate signature block for signature by a person duly authorized to bind the Respondent, Team Member or Guarantor]

***Exhibit D, Form B-1, “To be completed by each Team Member” is hereby deleted in its entirety and replaced with the following:***

*To be completed by each Team Member and each Guarantor*

***Exhibit D, Form B-2 is hereby deleted in its entirety and replaced with the following:***

[Remainder of page intentionally left blank]

**Form B-2 – Form of List of Respondent Team Members**

**LIST OF RESPONDENT TEAM MEMBERS**

**Name of Respondent:** \_\_\_\_\_

**Respondent's Official Representative:** \_\_\_\_\_

**Title:** \_\_\_\_\_

**Address:** \_\_\_\_\_

**Phone Number:** \_\_\_\_\_ **Email Address:** \_\_\_\_\_

**List each Equity Member and its percentage ownership of Respondent:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**List each Key Subcontractor and its role:**

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**List each Guarantor and its role:**

\_\_\_\_\_  
\_\_\_\_\_